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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
FORT WORTH DIVISION

In re:	§	
	§	Case No. 19-40067-elm11
SOVRANO, LLC, <i>et al.</i> , ¹	§	
	§	Chapter 11
Debtors.	§	
	§	Jointly Administered
	§	

SUPPLEMENT TO MOTION SEEKING (I) AUTHORITY TO SELL SUBSTANTIALLY ALL OF THE GIGI'S DEBTORS' ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS AND TO ASSUME AND ASSIGN CERTAIN CONTRACTS AND LEASES, (II) APPROVAL OF BUYER PROTECTIONS, BIDDING PROCEDURES AND SALE PROCESS (III) SETTING OF FINAL HEARING TO APPROVE SALE; AND (IV) RELATED RELIEF

Gigi's Cupcakes, LLC ("*Gigi's Cupcakes*"), Gigi's Operating, LLC ("*Gigi's Operating*"), and Gigi's Operating II, LLC ("*Gigi's Operating II*" and collectively, "*Gigi's Debtors*" and purposes herein, "*Debtors*"), as debtors-in-possession, hereby file this Supplement ("*Supplement*") to their *Expedited Motion Seeking (I) Authority To Sell Substantially All Of The Gigi's Debtors' Assets Free And Clear Of All Liens, Claims, Encumbrances And Other Interests*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sovrano, LLC (1470); Mr. Gatti's, LP (0879); Gatti's Great Pizza, Inc. (6061); Gigi's Cupcakes, LLC (8356); Gigi's Operating, LLC (0621); Gigi's Operating II, LLC (8396); and KeyCorp, LLC (1251).

And To Assume And Assign Certain Contracts And Leases, (II) Approval Of Buyer Protections Bidding Procedures And Sale Process (III) Setting Of Final Hearing To Approve Sale; And (IV) Related Relief [Docket No. 125] (the “**Sale Motion**”).

I. FACTUAL BACKGROUND

1. On February 22, 2019, the Gigi’s Debtors filed the Sale Motion and requested various relief relating to the sale of substantially all of their assets and assumption and assignment of executory contracts and unexpired leases to MTY Franchising USA, Inc. (“**MTY**”) subject to higher or better offers, and (ii) certain sale and bid procedures for the sale of such assets.

2. On February 28, 2019, this Court conducted an initial hearing on the Sale Motion and approved certain procedures for the proposed sale as set forth in the *Order Approving Sale and Bidding Procedures and Bid Protections in Connection with Sale of Gigi’s Assets and Granting Related Relief* [Docket No. 148] (the “**Bid Procedures Order**”).

3. The Debtors provided the various notices required under the Bid Procedures Order to all interested parties, including:

- a. On March 1, 2019, the Debtors served a copy of the Bid Procedures Order, and Bid Procedures;
- b. On March 1, 2019, Debtors served a copy of the *Notice of Auction and Sale Hearing and Related Dates* [Docket. No. 150] in accordance with the Bid Procedures Order;
- c. On March 1, 2019, the Debtors filed and served in accordance with the Bid Procedures Order a *Notice of (I) Debtors’ Request For Authority To Assume And Assign Certain Franchise Agreements, Executory Contracts And Unexpired Leases, and (II) Proposed Cure Amounts* [Docket. No. 151], listing potential executory contracts and unexpired leases to be assumed and assigned to the Purchaser and a list of the proposed cure amounts for such contracts and leases;
- d. On March 5, 2019, Debtors filed a *Supplemental Notice of (I) Debtors’ Request for Authority to Assume and Assign Certain Franchise Agreements, Executory*

Contracts and Unexpired Leases, and (II) Proposed Cure Amounts [Docket No. 160];

- e. On March 14, 2019, Debtors filed a *Second Supplemental Notice of (I) Debtors' Request for Authority to Assume and Assign Certain Franchise Agreements, Executory Contracts and Unexpired Leases, and (II) Proposed Cure Amounts* [Docket No. 170] and
 - f. On March 28, 2019, Debtors filed a Notice of Amended Proposed Cure Amounts, based on Debtors' communications and agreements with counterparties.
4. After continued efforts to market their assets to potential purchasers in accordance with the Bid Procedures Order, Debtors did not receive any Qualified Bids (as defined in the Bid Procedures Order) prior to the March 20, 2019 Bid Submission Deadline other than the Qualified Bid of MTY.
5. As a result, no auction was held and Debtors filed a *Notice of No Other Qualified Bidders and Cancellation of Auction* on March 22, 2019 [Docket No. 187].
6. After conducting a hearing on March 28, 2019 and continuing on March 29, April 1 and 2, 2019 (the "**Sale Hearing**"), the Court rendered its oral ruling on April 4, 2019, approving the sale of substantially all of the Assets to MTY, pursuant to the Asset Purchase Agreement, dated February 18, 2019 (the "**APA**"), and assumption and assignment of Contracts² and Leases and payment of approved Cure Amounts, subject to a later determination of cure amounts, if any, as to certain objecting franchisees.
7. Following the Court's approval of the sale, MTY indicated that it was no longer interested in purchasing Gigi's Assets, and on April 9, 2019, sent notice terminating its APA.
8. Debtors have now located an alternate buyer to purchase Gigi's Asse., Elite Restaurant Group, Inc., through its affiliate Gigi's Inc. ("**Buyer**"). The proposed sale is on substantially the same terms as set forth in the Asset Purchase Agreement with MTY, subject to

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Sale Motion.

a reduced purchase price of \$1,200,000, and Closing Date anticipated to occur on or before April 30, 2019. The purchase includes the assumption and assignment of executory contracts (including franchise agreements) and unexpired leases as previously provided for and approved in connection with the contemplated sale to MTY.³

9. Gigi's Inc. is a Wyoming corporation. Despite its name, Gigi's Inc. is not affiliated with any of the Debtors or any of the Debtors' owners, management, employees, or affiliates. Rather, Gigi's Inc. is an affiliate of Elite Restaurant Group, Inc. ("*Elite*"). Elite operates the brands Slater's 50/50, Daphne's, Noon Mediterranean, and Patxi's Pizza. It is a family owned and operated company that has been in the restaurant business for over 10 years. The company oversees over 80 restaurants and reports revenues of over \$100 million.

10. Time is of the essence. Given the Debtors' current liquidity constraints, a prompt sale is essential to maximize the value of the Assets for the benefit of the Debtors' estates, creditors and other stakeholders, and any delay will jeopardize Debtors' ability to maximize value for the benefit of all creditors and franchisees.

11. For these reasons, the Debtors, in the exercise of their reasonable business judgment, have concluded that a prompt sale of their Assets to Gigi's Inc., is the best way to maximize value for their estates.

II. RELIEF REQUESTED

12. Accordingly, Debtors seek approval of the sale of substantially all of their assets, and assumption and assignment of executory contracts (including franchise agreements) and unexpired leases to Gigi's Inc. for \$1,200,000, on substantially the same terms as the Asset Purchase Agreement with MTY, with closing anticipated to occur on or before April 30, 2019.

³ A copy of the Schedules listing all executory contracts (including franchise agreements) and unexpired leases to be assumed and assigned was filed on March 28, 2019 [Docket No. 210].

13. Notice of this Supplement to the Sale Motion has been provided to the following parties or, in lieu thereof, to their counsel, if known: (i) the Office of the United States Trustee for the Northern District of Texas; (ii) the Debtors' secured creditors; (iii) certain governmental entities including all state and local taxing authorities or recording offices, which have a reasonably known interest in the relief requested; (iv) all state and local offices which oversee or reasonably could oversee Debtors' escheatment obligations, if any; (v) all non-debtor parties to relevant contracts or leases (executory or otherwise); (vi) all parties who are known or reasonably believed, after reasonable inquiry, to have asserted any lien, encumbrance, claim, or other interest in the Assets; (v) all known creditors of the Gigi's Debtors; and (vi) upon all parties set forth in the Debtors' Official Service List maintained in these cases. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is necessary.

III. CONCLUSION

The Debtors request that the Court: (i) approve the sale of Gigi's Assets to Buyer; (ii) approve the assumption and assignment of Leases and Contracts in connection with the sale; and (iii) grant any further relief requested in the Sale Motion and/or to which the Debtors are otherwise justly entitled.

Respectfully submitted,

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CERTIFICATE OF SERVICE

I hereby certify that on April 12, 2019, I caused a true and correct copy of the foregoing document to be served via first class mail and/or ECF if available, upon all parties on the attached Service List (attached for filing purposes only) and electronically via e-mail or ECF to the parties listed below.

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Columbia, TN 38401

Medina, Claudia
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Apt. 9210
Fort Worth, TX 76131

Regions Bank Ft. Worth
3017 W. 7th Street
Fort Worth, TX 76107

Ohio Bureau of Workers' Compensation
P.O. Box 89492
Cleveland, OH 44101

Olo
26 Broadway
New York, NY 10004

Orkin, LLC
2170 Piedmont Road, NE
Atlanta, GA 30324

Shelby County Government
PO Box 2751
Memphis, TN 38101

Tri-County Electric Cooperative, Inc
600 NW Parkway
Azle, TX 76020

Southern Flavoring Co. Inc
1330 Northfolk Avenue
Bedford, VA 24523

Merchants Bakery Supplies Inc.
3113 Garden Brook Dr. Ste 120
Dallas, TX 75234

WebstaurantStore
42 Industrial Circle
Lancaster, PA 17601

SWC Poplar FHI Partners
9077 Poplar Ave., St. 103
Germantown, TN 38138

4 Box, LLC
Attn: Nick or Lory Pappas
11691 E 206 Street
Noblesville, IN 46060

544 Center, Ltd.
c/o Jorpark, Inc
Attn: Shane Jordan
5016 Tennyson Parkway
Plano, TX 75204

614 Cupcakes, LLC
Attn: Ron & Dawn Freeman
6784 Headwater Tr.
New Albany, OH 43054

AAA Pumping Svc. & Plumbing Repair
2778 Shelby Street
Bartlett, TN 38134

ABC Pest Control
997 Grandys Lane
Lewisville, TX 75077

Absolute Pest Control
404 Karstridge Rd
Smyrna, TN 37167

Alea Properties LLC
8428 Horton Hwy
College Grove, TN 37046

America's Best Vacuum Service LLC
1355 Northwest Parkway
Azle, TX 76020

Aramark Uniform & Career Apparel, LLC
115 North First Street
Burbank, CA 91502

Arkansas Pest Control
PO Box 1500
N Little Rock, AR 72115

Atmos Energy
PO Box 790311
St. Louis, MO 63179-0311

AT&T
c/o Bankr. Dept.
4331 Communications Dr
Flr 4W
Dallas, TX 75211

Best, Michael F.
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Keller, TX 76248

Bank of America
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Wilmington, DE 19850

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P.O. BOX 690
Louisia, KY 41230-0690

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5492 Old Hwy, 78
Memphis, TN 38118

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St. Louis, MO 63131

Checkmate
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Chenal Creek, Little Rock AR, LLC
c/o US Property Trust
Attn: Matt Kaiser
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Los Angeles, CA 90067

Columbia Power & Water Systems
P.O. Box 379
Columbia, TN 38402

Cintas Corporation
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Cincinnati, OH 45263-0921

Cirro Energy
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Dallas, TX 75266-0004

Comcast Cable
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Atlanta, GA 30348-5257

Clayborn Enterprises, LLC
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West Fargo, ND 58078

Cockrell Enovation
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Fort Worth, TX 76104

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5160 Helen Court
St. Cloud, FL 34772

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D & B Rubinstein Enterprises, LLC
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Bradenton, FL 34212

DECOPAC, INC.
SDS 12-0871
3500 Thurston Avenue
Anoka, MN 55303

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Studio City, CA 91604

First Utility District Of Knox County
122 Durwood Road
Knoxville, TN 37922

Delta Promotions
5716 Hickory Plaza Drive
Nashville, TN 37211

DTT
1755 N. Main St
Los Angeles, CA 90031

Entergy
PO Box 8101
Baton Rouge, LA 70891-8101

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1035 Bradley Drive
Springfield, TN 37172

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Sweet Riya, LLC
11646 North Dale Mabry Highway
Tampa, FL 33618

Frontier Communications
PO Box 5157
Tampa, FL 33675

Franchise Payments Network
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Orlando, FL 34787

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Beverly Hills, CA 90212

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Oak Brook, IL 60523

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St. Cloud, FL 34772

L&J Cupcakes, LLC
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Frisco, TX 75034

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4705 Central Street
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330 Sheliah Ct.
Blacksburg, VA 24060

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Colcord, OK 74338

FundCorp, Inc.
550 Bailey Ave., Ste. 600
Fort Worth, TX 76107

Netma Corp dba HCK2
3875 Pointe Ave., Ste. 420
Addison, TX 75001

Postmates, Inc.
Attn: Legal Dept.
201 3rd Street, Suite 200
San Francisco, CA 94103

BizCom Assoc.
1400 Preston Rd., #305
Plano, TX 75093

Fairway Holdings Inc.
c/o One Source Retail
2101 S. Vandeventer Ave.
St. Louis, MO 63110

Dawn Food Products
Attn: Chief Legal Officer
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Jackson, MI 49201

Emma, Inc.
Attn: Legal
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Nashville, TN 37210

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Plano, TX 75093

Quin Nguyen
2505 Golfcrest Drive
Houston, TX 77089

Shane Johnston
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Retail c/o One Source Retail
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Saint Louis, MO 63110

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Abdul Swafford
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New York, NY 10004

Michelle Wood
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SML International Inc.
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Blacksburg, VA 24060

Dawn Food Products
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Jackson, MI 49201

Tassos Paphites
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Ryan, LLC
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Rentokil North America, Inc.
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Town Place Suites Marriott
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